

IN THE UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION

F

I

L

E

D

APR 13 2006

CLERK'S OFFICE  
DETROIT

IN RE:	§ CASE NO. 00-CV-00005
	§ (Settlement Facility Matters)
DOW CORNING CORPORATION	§
	§ Hon. Denise Page Hood
Reorganized Debtor	§

**AGREED ORDER ALLOWING SUBSTANTIAL CONTRIBUTION CLAIM  
FILED BY WAITE, SCHNEIDER, BAYLESS & CHESLEY CO., L.P.A.**

On January 3, 2005, the law firm of Waite, Schneider, Bayless & Chesley Co., L.P.A. ("Waite Schneider") filed a claim (the "Claim") for the allowance of a substantial contribution claim pursuant to 11 U.S.C. § 503(b). Reorganized Dow Corning and the Debtor's Representatives (together, "Dow Corning") and the Claimants' Advisory Committee (the "CAC") filed objections to the Claim. Following an extensive analysis of the Claim, the supporting documentation submitted therewith, and relevant authorities, Dow Corning, the CAC, and Waite Schneider engaged in settlement discussions in an effort to resolve the Claim and the objections. Such parties have reached an agreement to resolve the objections and partially allow the Claim on the terms set forth below. Based on the parties' agreement, as evidenced by their signatures below, it is hereby ORDERED as follows:

1. Waite Schneider's Claim is hereby allowed in the total amount of \$75,000.00, representing a portion of the requested fees attributable to the period from May 15, 1995 through September 21, 1995, when the bankruptcy court entered an order approving the Tort Committee's retention of counsel under 11 U.S.C. § 1102(a). All other amounts requested in the Claim are hereby denied.

2. Waite Schneider may request that the Finance Committee promptly direct the Settlement Facility to pay the Claim in the amount specified in this Agreed Order from the Settlement Fund (as defined in the Settlement Facility and Fund Distribution Agreement).

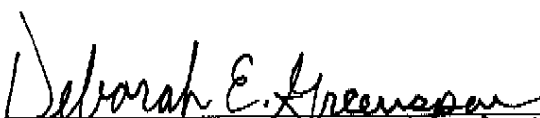
Dated: APR 13 2006


  
DENISE PAGE HOOD  
United States District Judge

**AGREED:**


FOR DOW CORNING CORPORATION  
AND THE DEBTOR'S REPRESENTATIVES

FOR THE CLAIMANTS' ADVISORY  
COMMITTEE

  
Deborah E. Greenspan *by permission, D. Ellerbe*  
Dickstein, Shapiro, Morin & Oshinsky LLP  
2101 L Street NW  
Washington, DC 20037-1526  
Tel: 202-861-9100

  
Dianna L. Pendleton-Dominguez *by permission, D. Ellerbe*  
401 North Main Street  
St. Marys, OH 45885  
Tel: 419-394-0717

WAITE, SCHNEIDER, BAYLESS &  
CHESLEY CO., L.P.A.

  
Fay E. Stilz *by permission, D. Ellerbe*  
1513 Fourth & Vine Tower  
One West Fourth Street  
Cincinnati, OH 45202  
Tel: 513-621-0267